



W. SCOTT WYNN

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P97000083287

September 23, 1997
FEDEX

State of Florida
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Brannon Incorporated

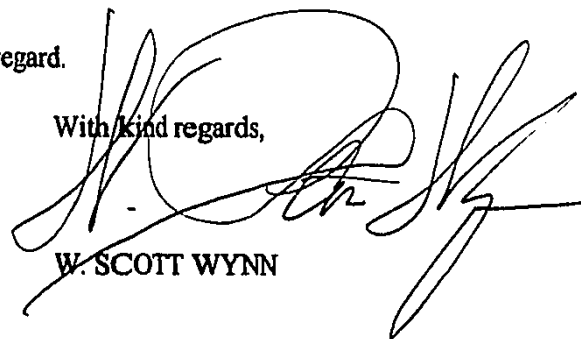
300002302493--5
-09/24/97--01078--009
****122.50 ****122.50

Dear Sir:

Enclosed please find original and one copy of articles of incorporation and acceptance of registered agent for the above-captioned corporation. Also enclosed is my check #1588 in the amount of \$122.50. Please return certified copy of the articles in the enclosed self-addressed, prepaid FedEx package.

Thank you for your cooperation in this regard.

With kind regards,



W. SCOTT WYNN

WSW/dgk
Enc.

*DWC
9.25.97*

FILED
97 SEP 24 PM 3:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
BRANNON INCORPORATED**

FILED
97 SEP 24 PM 3: 57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

We, the undersigned, acting as incorporators of a corporation under Chapter 607 of the Florida Statutes, do hereby adopt the following Articles of Incorporation for such corporation.

CORPORATE NAME

The name of this corporation is **BRANNON INCORPORATED** with the principal office address being the same as the registered office address.

ARTICLE II

NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to own and operate a seafood restaurant and lounge, and any other business permitted under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is one hundred (100) shares of common stock, having a par value of \$10.00 per share.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall have perpetual existence commencing upon the filing of these Articles.

ARTICLE V

REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

W. Scott Wynn, Esquire
Attorney at Law
145 East Broad Street
P. O. Box 447
Groveland, FL 34736

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI

BOARD OF DIRECTORS

This corporation shall have four (4) directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII

INITIAL DIRECTORS

The name of the initial directors of this Corporation and their street addresses are:

President: Jimmie Day Richter
7145 Keel Court
Orlando, FL 32835

Vice-President: Linwood Brannon
10209 Spring Lake Drive
Clermont, FL 34711

Treasurer: Jimmie Day Richter, Jr.
230 Ring Road
Orlando, FL 32811

Secretary: Barbara Brannon
10209 Spring Lake Drive
Clermont, FL 34711

The persons named as initial directors shall hold office for the first year of existence of this Corporation, or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII

INCORPORATORS

The name and street address of the persons signing these Articles of incorporation as the Incorporators are:

Jimmie Day Richter
7145 Keel Court
Orlando, FL 32835

Linwood Brannon
10209 Spring Lake Drive
Clermont, FL 34711

Jimmie Day Richter, Jr.
230 Ring Road
Orlando, FL 32811

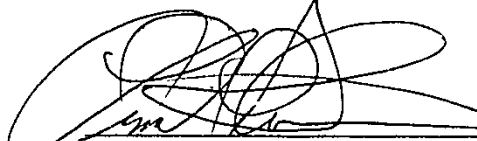
Barbara Brannon
10209 Spring Lake Drive
Clermont, FL 34711

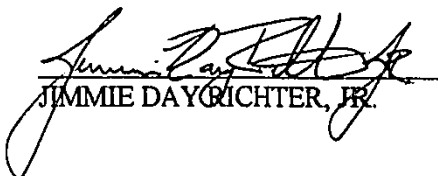
ARTICLE IX
AMENDMENTS

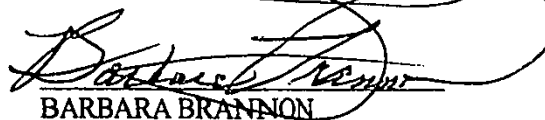
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporators, have executed the foregoing Articles of Incorporation, on this 23rd day of September, 1997,


JIMMIE DAY RICHTER


LINWOOD BRANNON


JIMMIE DAY RICHTER, JR.

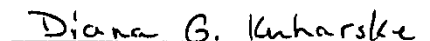

BARBARA BRANNON

STATE OF FLORIDA
COUNTY OF LAKE

I HEREBY CERTIFY, that on this day, before me, an officer duly authorized to take acknowledgments and oaths personally came and appeared JIMMIE DAY RICHTER and JIMMIE DAY RICHTER, JR. to me known to be the persons described in and who executed the foregoing and they acknowledged before me the execution of same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal in the county and state last aforesaid this 23rd day of September, 1997.


NOTARY PUBLIC


Print Notary's Name
My Commission Expires:



DIANA G. KUHARSKE
My Commission CC335019
Expires Dec. 08, 1997
Bonded by HAI
800-422-1555

STATE OF FLORIDA
COUNTY OF LAKE

I HEREBY CERTIFY, that on this day, before me, an officer duly authorized to take acknowledgments and oaths personally came and appeared LINWOOD BRANNON and BARBARA BRANNON to me known to be the persons described in and who executed the foregoing and they acknowledged before me the execution of same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal in the county and state last aforesaid this 23rd day of September, 1997.

Diana G. Kuharske
NOTARY PUBLIC

Diana G. Kuharske
Print Notary's Name
My Commission Expires:



DIANA G KUHARSKE
My Commission CC335019
Expires Dec. 08, 1997
Bonded by HAI
800-422-1556

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

FILED

**IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:**

97 SEP 24 PM 3:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

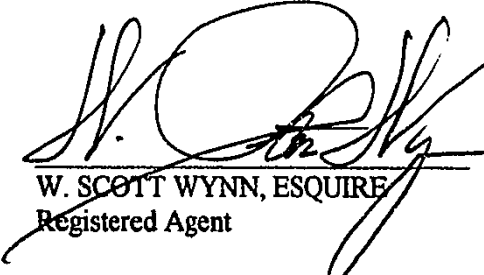
THAT: BRANNON INCORPORATED
desiring to organize under the laws of the State of Florida, with its principal office as indicated in
the Articles of Incorporation, at Groveland, Lake County, Florida, has named

**W. Scott Wynn, Esquire
145 East Broad Street
P. O. Box 447
Groveland, FL 34736**

as its agent to accept service of process within this state.

ACKNOWLEDGMENTS

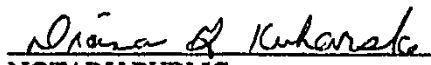
Having been named to accept service of process for the above-named Corporation, at the
place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to
comply with the provisions of Florida law relative to keeping the designated office open.


W. SCOTT WYNN, ESQUIRE
Registered Agent

STATE OF FLORIDA
COUNTY OF LAKE

I HEREBY CERTIFY, that on this day, before me, an officer duly authorized to take
acknowledgments and oaths personally came and appeared W. SCOTT WYNN to me known to be
the person described in and who executed the foregoing and they acknowledged before me the
execution of same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal in the county and state last aforesaid this 23rd day of
September, 1997.


NOTARY PUBLIC
Diana G. Kuharske
My Commission Expires:



DIANA G. KUHARSKE
My Commission GC335019
Expires Dec. 08, 1997
Bonded by HAI
800-422-1855